

**ALBERTA LUGE ASSOCIATION
BY-LAWS**

October 1st, 2020

Alberta corporate registry # 502935661

ARTICLE I: NAME OF THE SOCIETY

The name of the Society is the Alberta Luge Association, also known hereinafter as the Association or ALA. ALA was incorporated on January 23, 1983, under the Societies Act of Alberta, registration number 502935661.

Article II: NON-DISCRIMINATORY POLICY

The Alberta Luge Association supports equality of opportunity for luge participation.

Article III: LANGUAGE INTERPRETATIONS

Alberta Luge Association shall recognize Canada's two (2) official languages, namely English and French equally.

For the purpose of interpretation of these By-Laws the English text shall prevail.

II. Jurisdiction

ALA shall administer luge in the province of Alberta, sanction luge competitions and events.

III. Definitions

"**ALBERTA LUGE ASSOCIATION**" and "**ALA**" shall mean this Society.

"**CLA**" shall mean the Canadian Luge Association.

"**FIL**" shall mean the Federation Internationale de Luge de Course.

"**CLUB/ASSOCIATION**" shall mean a duly incorporated society, registered under the Societies Act, and recognised by **ALA**.

"**OFFICER(s)**" shall mean the members of the Executive Committee of the Association. The Executive Committee shall comprise as per by-law 5.1.

"**DIRECTOR(s)**" shall mean the members of the Board of Directors. The Board of Directors shall comprise as per by-law 9.2.

"**CLUB MEMBER**" shall mean a CLUB registered directly with the Alberta Luge Association.

IV. BY-LAWS OF THE ASSOCIATION/CLUB

1. Membership: By-law #1:

- 1.1 The members of the Association shall subscribe to the by-laws, policies and comprise those persons and all members of those clubs defined in Article 1.4.
- 1.2 Application for membership must be approved by the Executive Committee.
- 1.3 Membership fees shall be approved by the Board of Directors as recommended by the Executive Committee annually.
- 1.4 There shall be ten (10) classes of membership in this Association:
 - a) **Club Member:** Any Luge Club in Alberta which is actively supporting the objectives of the Association. Each Club Member may attend all Annual General and Special General Meetings of the Association, and is entitled to one vote.
 - b) **Athlete Member:** Any person actively participating in local club and/or ALA sliding events and is 16 years of age or older prior to the beginning of the current membership year according to by-law 3.2. Each athlete may attend all Annual and Special General Meetings and is entitled to one vote.
 - c) **Family Members:** Family membership is mandatory for athletes not 16 years of age or older at the beginning of the current membership year according to by-law 3.2. A paid family membership is entitled to a maximum two (2) parent/guardian votes at Annual and Special General Meetings of the Association.
 - d) **Individual Members:** Any person 16 years of age and older who is an active participant in ALA activities. Each individual member may attend all Annual and Special General Meetings and is entitled to vote.
 - e) **Coach Member:** Coach Membership is open to any active coach that is employed by the association and performs responsibilities outlined in the Coaching job description. Coach members are eligible for complete membership benefits but may not vote at Annual or Special General Meetings. There is no membership fee for this category.
 - f) **Volunteer Members:** Volunteer Membership is open to any active volunteers within the sport of Luge. This category includes Officials and other volunteers who do not actively compete in Association sanctioned Luge Races. Volunteer members are eligible for complete membership benefits but may not vote at Annual or Special General Meetings. There is no membership fee for this category.
 - g) **Associate Member:** Open to any organization in Alberta which is actively supporting the objectives of the Association. Such organisations shall include

community recreation associations, colleges, universities, provincial sport and recreation associations, primary and secondary schools, and other institutions if approved by the Executive Committee. They may attend all Annual General and Special General Meetings of the Association if in good standing, but are not entitled to a vote. There is no membership fee for this category.

- h) **Honorary Member:** This may be bestowed upon deserving individuals at any Annual General Meeting passed by a simple majority of the member votes represented at the meeting, a resolution recognising the contributions of the individual to the Society. No voting privileges and no membership fee for this category.
- i) **Patron:** Open to such organisations as corporations and business entities involved in the promotion of the sport of Luge. No voting privileges and no membership fee for this category.
- j) **Affiliate Member:** Open to any individual who participates at workshops or public awareness events or any other promotional activities through the clubs. Membership fee is \$1.00 and has no voting privileges.

1.5 **Good Standing:**

In order to maintain membership in "good standing" members must pay the respective fees for the current financial year of the Association and comply with the Code of Conduct, Policies and By-laws and the requirements set by the association for its programs and activities. A copy of the Code of Conduct and policies are available on the association web site or by request from the ALA office.

- 1.6 Any member failing to pay membership dues within thirty days (30) from the date due shall cease to be a member in good standing. Such member shall forfeit any office held in ALA, and shall be removed from the membership rolls by the Secretary. However, the Executive Committee may reinstate that member to the membership upon payment arrears. The Executive Committee reserves the right to assess an administrative penalty fee as deemed appropriate.
- 1.7 Any member of the Association who the Executive Committee finds to be guilty of intentionally violating the by-laws, code of conduct, policy & procedures or participates in any action that has the potential to negatively effect the good name or image of ALA, shall no longer be considered to be in good standing. Any member who is consider to not be in good standing shall be notified in writing from the Executive Committee.
- 1.8 Only Members who are in good standing, or others approved by the Executive Committee may actively participate in the programs and the events of the Association.
- 1.9 Any member wishing to withdraw from membership may do so upon a notice in writing to the Executive Committee through the Secretary or ALA office.

1.10 Membership Fees

- 1.11 The fees for the respective classes of membership shall be determined at the Annual General Meeting of the Association. The current fee schedule shall be indicated clearly on the ALA membership form and posted on line.
- 1.12 The membership year of the Association shall be from May 1 to April 30. Membership fees are due thirty (30) days after the beginning of the current fiscal year (May 1). Payment shall be made out to ALA.

2. Meetings: By-law#2**2.1 Types of Meetings****a) Annual General Meeting**

An Annual General Meeting shall be convened each year. A notice of meeting, together with the agenda shall be sent or caused to be sent to all members by the Secretary no less than thirty (30) days prior to the meeting date. The meeting shall be held in Alberta, at a place and time specified by the Executive Committee, prior to June 30 of each calendar year, unless the members resolve otherwise.

b) Special General Meetings

A Special General meeting will be called by the President or Secretary upon receipt by him/her of a petition signed by any ten (10) full members in good standing, or the Executive Committee, setting forth the reasons for such a meeting. Such meeting must occur within 30 days of receipt of petition. The membership of the Association shall be notified in writing at least twenty-one (21) days prior to the Special General Meeting of the time and date and the proposed agenda of that meeting.

Only business stated on the agenda will be undertaken at a Special General Meeting, unless a unanimous vote of approval for the addition of new business is given by those present.

c) Executive Meetings

Meetings of the Executive Committee shall be held at a time and place to be determined by the members provided that at least twenty-four (24) hours' notice of such meeting shall be provide. Notice of meeting may be sent by electronic or telephonic means. If an error or omission in notification occurs this does not nullify or void any of the proceedings. Any member of such Committee may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken place.

d) Meetings of the Board of Directors

Meetings of the Board of Directors shall be held at a time and place to be determined by the members of such committee provided that at least forty-eight (48) hours' notice of such meeting shall be given to each member of the Board. Notice of meeting may be sent by electronic or telephonic means. There shall be at least two (2) meetings per year of the Board of Directors.

2.4 Meeting by Other Electronic Means:

Any meeting may be conducted by electronic means. Although it would be highly irregular for the Annual General meeting to be conducted electronically. A meeting conducted by electronic means must permit each member to communicate adequately with each other; and requires the following;

- a) the Board of Directors of ALA has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- b) each Board member has equal access to the specific means of communication to be used;

- c) each Board member has consented in advance to meeting by electronic means using the specific means of communications proposed for the meeting

2.5 **Quorum**

- 2.6 For Annual General Meetings and Special Meetings a quorum shall be comprised of 50% + 1 of the sum of club members or committee members depending on meeting type. Directors and Officers as of the date of the distribution of the meeting notice. Should a quorum not be attained the meeting is to be adjourned and reconvened and the members present shall constitute a quorum.
- 2.7 Four (4) voting members of the Executive Committee shall constitute a quorum. Proxy voting shall not be permitted at Executive Committee Meetings.
- 2.8 Other meetings of the Executive Committee may be convened at the call of the President or at the written request of any three (3) officers. Notice of such meetings, together with the agenda, shall be sent or caused to be sent by the Secretary within 48 hours prior to the meeting date.
- 2.9 The President of the Executive may determine the order of business of any meeting of the Association, and the time and place at which it shall be held. The procedure at any meeting shall be conducted in accord with "Robert's Rules of Order" in the most current edition of that work; with the exception that any by-law changes will take effect immediately.
- 2.10 The proceedings at any meeting shall not be invalidated by reason of error or omission in notification or non-receipt of notice by an individual, officer, director or member.

3. **Board of Directors and Executive Committee: Bylaw #3**

3.1 **Board of Directors**

- 3.2 On behalf of the members of Alberta Luge Association, the Board of Directors shall ensure the business and affairs pertaining to all disciplines of Luge are carried out in accordance with Alberta Luge Association's By-Laws, Policies and Procedures.
- 3.3 The maximum number of directors on the Board of Directors shall be 25. The Board of Directors shall be comprised of the following:

President
Vice President Operations
Vice President Luge

Secretary
Treasurer
Athletes' Representative
Coaches Representative
Director of Officials
Past President
Other Directors as determined by the Board
Members at Large

3.4 **Composition of the Executive Committee**

The Executive Committee shall be comprised of the following members

- a) President
- b) Vice-President Operations
- c) Vice-President, Luge
- d) Secretary
- e) Treasurer
- f) Athlete Representative, Luge
- g) Past President (Non-voting)
- h) Senior Staff Person (Non-voting)

3.5 **Individual Duties of the Executive Officers and Other Key positions**

a) **Chairperson/ President:**

The President of Alberta Luge Association shall be the Chairperson of the Executive Committee of ALA. The President, shall supervise and coordinate ALA's affairs and activities; and shall submit a written annual report to the membership.

The President shall assign areas of responsibility to the members of the Executive, subject to the approval of the Executive Committee.

The President shall serve as the provincial representative on the Luge Board of Directors of CLA; or if unable to serve personally the President shall nominate the provincial representative.

The Executive Committee and Board of Directors may direct the President's vote as provincial representative to CLA, and to that end the President shall cause detailed reports to be provided to the Executive Committee and Board of Directors.

This position shall only vote in matters of the executive should there be a tie.

b) **Vice-President Operations:**

The Vice-President Operations shall act in the capacity of senior Vice President for ALA. They shall be responsible to the President and the Board of Directors for carrying out the duties and responsibilities assigned to him/her throughout the course of his/her term in office.

They shall liaise with the Sport Administrator as their equal in terms of paid staff within the organization.

They shall liaise with the Officials Coordinators.

In the absence of the President, the Vice-President Operations shall assume the duties and responsibilities of the President.

c) **Vice-President Luge:**

The Vice-President Luge is directly responsible to the President and Board of Directors for the coordination and development of the athletes, official; and coaching programs as they relate to luge, and to liaise closely with CLA, Winsport and ALA affiliated luge clubs within the province.

d) **Secretary**

The Secretary shall give the required notice of all meetings; shall prepare agenda; and shall take and keep a permanent record of the minutes of all such meetings; and shall be responsible for the ALA newsletter.

The Secretary shall have charge of all correspondence of the Association.

e) **Treasurer:**

The Treasurer shall work with the Executive Director of ALA and be responsible for overseeing the following:

- a): the annual budget,
- b) the keeping of the books and
- c) the preparation of the financial statements of ALA.

The Treasurer shall also speak to the auditor regarding the financial statements and present the financial statements at the Annual General Meeting to the members of the Association. The Treasurer shall be bondable.

f) **Past President:**

The Past President's term shall be for a transition term of one year.

The responsibility of the Past President is to assist the current executives and new President through his/her knowledge of Alberta Luge Association.

The Past President position is non-voting.

g) **Athletes' Representative:**

The Athletes' Representative shall be responsible to represent the concerns of all ALA athletes on the Board.

The Athlete Representative Luge shall be a full member of the Board of ALA, with equal privileges and responsibilities with all the other members of that body, including the privileges of moving, seconding and voting upon motions.

h) **Coaches Representatives (Non-Executive)**

Coaches' representatives shall be responsible to represent the concerns of all ALA Coaches to the Executive.

i) **Director of Officials (Non-Executive)**

The Directors of Officials' representatives shall be responsible to represent the concerns of all ALA officials on the Board. The Directors of Officials

representatives shall be a full member of the Board of ALA, with equal privileges and responsibilities with all the other members of that body, including the privileges of moving, seconding and voting upon motions

j) **Members at Large (Non-Executive)**

The Member(s) at Large representatives shall endeavour to fulfil the goals and objectives of ALA to the best of their ability, and shall encourage all ALA members to do the same. The Member at Large will have an independent perspective and offer guidance to the Board of Directors. The Member at Large shall be a full member of the Board of ALA, with equal privileges and responsibilities with all the other members of that body, including the privileges of moving, seconding and voting upon motions.

3.6 Powers of the Executive Committee

3.7 The Officers shall administer the affairs of Alberta Luge Association in all things for Alberta Luge Association, in its name, any kind of contract which Alberta Luge Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as Alberta Luge Association is by its charter or otherwise authorized to exercise and do.

3.8 Individual executive members / officers shall, from time to time, have power to authorise expenditures on behalf of Alberta Luge Association and may delegate by resolution to any Officer or Officers the right to employ and pay salaries to employees. The Officers shall have the power to make expenditures for the purpose of furthering the objects of Alberta Luge Association. The Officers shall have the power to enter into a trust arrangement with a trust company and interest may be made available for the benefit of promoting the interests of Alberta Luge Association, in accordance with such terms as the Executive Committee may prescribe.

3.9 The Executive Committee shall take such steps as they may deem requisite to enable Alberta Luge Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of Alberta Luge Association.

3.10 The executive will determine which members of the executive will act as Signing Officers: The signing officers of the Association shall be subject to review of the Board of Directors

4 Voting: By-law #4

4.1 Each athlete membership and individual membership in good standing shall be entitled to one vote.

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- 4.2 Each family membership in good standing is entitled to two votes.
- 4.3 Each club member in good standing shall be entitled to one vote.
- 4.4 Voting by electronic means will be accepted. All electronic ballots must be received at the Association office by the end of the last business day prior to the meeting.
- 4.5 Any paid employee of the Association shall not be entitled to vote at Executive Committee, Board, Annual or Special General Meetings. In addition, the President of the Executive shall only vote in the event of a tie.
- 4.6 Voting at all meetings of the Association shall be by a show of hands or electronic advance means. However, any two (2) members may demand that a secret ballot be taken, and upon such demand, the Chairperson shall ensure it is carried out. Should a secret ballot vote be taken, all electronic ballots specific to the motion in question shall be included in the vote count.
- 4.7 An electronic ballot is a vehicle for voting for election of officers and specific predetermined questions and resolutions.
- 4.8 There shall be no proxy voting.
- 4.9 **Duties of Directors**
- 4.10 General Duties:
- a) The Directors shall administer the affairs of their portfolio in all matters as per the mandate of the Board of Directors and subject to the By-Laws, Policies and Procedures of Alberta Luge Association.
 - b) Their mandate shall be determined by Executive Committee and presented to the Annual General Meeting for approval.
- 4.11 Possible Board Sub- Committees:
- a) The Executive Committee may establish committees as required to handle the business of the Association. The committees may be as follows:
 - a) Membership Committee
 - b) Competition Committee
 - c) Athlete Development Committee
 - d) Public Relations Committee
 - e) Fund Raising Committee
 - f) Coaching Development Committee
 - g) Officials Development Committee
 - h) Facilities and Equipment Committee

- i) Discipline and Ethics Committee
 - j) Nominating Committee for ALA elections
 - k) Awards Committee
- b) The President and the director or officer responsible for the appropriate activity shall be ex-officio members of each committee.

5. Elections of Directors and Officers: By-law #5

- 5.1 The directors and officers with the exception of the Past-President shall be elected on bi-annual basis, every 2 years for a 2-year term. The elections for the executive positions shall occur in a staggered fashion while accommodating for vacancies. The President, VP Operations and Secretary shall occur in even numbered years and the Treasurer and VP Luge shall occur during odd numbered years. This is to ensure continuity within the Board. This shall commence in the year 2020.
- 5.2 Directors and officers may be nominated in writing prior to the Annual General Meeting, or may be nominated from the floor at the Annual General Meeting by a voting delegate.
- 5.3 Nominees not in attendance at the meeting must have indicated in writing their intention to stand for election. This written intent must be submitted to the Secretary prior to the vote being cast.
- 5.4 Nominees must be members in good standing in order to be eligible to stand in nomination, and be elected.
- 5.5 No director or officer shall be eligible for re-election to more than three consecutive two-year terms unless otherwise determined by the Executive Committee.
- 5.6 If there are no nominations forthcoming for a certain position, the retiring director or officer will be asked to assume the position for another term. If that is not possible, the Board of Directors may appoint a volunteer to the vacancy.
- 5.7 There shall be a separate election for each vacant position, and the first candidate to receive a majority of the member votes represented at the meeting shall be declared elected.
- 5.8 If there is only one candidate for a position, that candidate will be declared elected "by acclamation"
- 5.9 Nomination of Athlete Representative.
- a) The Athlete Representative shall be nominated and supported by the active Athletes. All those voting must at the time of the vote be members in "good standing" of ALA.

6. Resignation and Vacancies: By-law #6

- 6.1 The Executive Committee or Board of Directors may declare an office vacated if:
- a) any officer or director resigns his/her office
 - b) is absent from three Executive Committee meetings without prior discussion with the president
 - c) if an officer fails to meet his/her duties related to his/her position as described in By-Law Section 9.4: Duties of Directors.
- 6.2 Vacancies among the directors or officers, however caused, may, so long as a quorum of Executive Committee members or Board of Directors remains in office be appointed by the Executive Committee from among the active members of the Association.
- 6.3 A director or officer will be automatically vacated from his/her position when:
- a) They resigns office, by delivering a written resignation to the Secretary of the Association;
 - b) at a Special General Meeting of the members specifically called to consider the question, a resolution is passed by a two-thirds (2/3) majority vote of the member votes represented at the meeting, that the officer be removed from office for cause;
 - c) They become incapacitated;
 - d) They die; or
 - e) They cease to be a member in "good standing" of ALA.
- 6.4 Once it is determined that a director or officer position has been vacated due to a change in membership status, notice of the vacancy must be immediately sent by electronic or regular mail to the general membership

7. Finances of the Association: By-law # 7

- 7.1 The Treasurer shall provide oversight for submission to the Annual General Meeting of members a statement duly audited by a qualified accounting professional or by two members in good standing of the society appointed for that purpose by the Board of Directors. A complete and proper statement of the standings of the books for the fiscal year of the society shall be May 1st to April 30th or such other date as the Board of Directors from time to time may fix.
- 7.2 An annual budget will be prepared by the Executive Director and accepted by the Executive Committee for each fiscal year.
- 7.3 Disposal of Funds.

- a) All monies received by or on behalf of the Association shall be deposited in the account of the Association; and shall be housed in an accredited financial institution bearing interest.
- b) All disbursements shall be made by cheque or electronic means, signed by the treasurer and one signing officer, or two other signing officers in the absence of the treasurer, as appointed by resolution of the Executive Committee.
- c) All disbursement requests must be presented to ALA no later than thirty (30) days after the end of the fiscal year (April 30). Late claims for that fiscal year will be forfeited. All claim forms must be completely filled out, and accompanied by all itemized receipts justifying the claim before any disbursements will be made.

7.4 Inspection.

The financial books and records of the Association may be inspected by any member in good standing of the Association at the Annual General Meeting provided for herein; or, at any time upon giving reasonable notice, and arranging a time satisfactory to the officer or officers having charge of the same; but such request should be acted upon within thirty (30) days of receiving such request

8. **Borrowing Powers of the Association: By-law #8**

- 8.1 The officers, subject always to the approval of the Board of Directors, may borrow money or charge, hypothecate, mortgage, or pledge any or all of the real or personal property of ALA to secure any liability of ALA. The officers may by resolution authorize any two (2) members of the Executive Committee to make arrangements with reference to monies borrowed or to be borrowed; and as to the conditions of the loan thereof and as to the security to be given thereof; and generally to manage, transact and settle the borrowing of money by ALA.
- 8.2 For the purposes of carrying out the objectives of ALA, the officers, subject always to the approval of the Board of Directors, may borrow or raise or secure the payment of money in such manner as it thinks fit required there is authorization by a special resolution of ALA.

9. **Remuneration: By-law # 9**

- 9.1 Persons incurring pre-approved expenses on behalf of ALA shall be entitled to reimbursement in accordance with the budget as determined annually by the Executive Committee.
- 9.2 All expenses incurred on behalf of ALA must be approved under scheduled and unscheduled accounts by the Executive Committee.

- 9.3 Itemized receipts must accompany any Expense Request form before funds will be disbursed.
- 9.4 No officer, director or member of the association shall receive remuneration for their services.
- 10 **Amendments: By-law #10**
- 10.1 By-Law amendments shall require a three-fourths (3/4) majority vote of the member votes represented at any General or Special meeting by way of a Special Resolution.
11. **Indemnification: By-law #11**
- 11.1 Every Officer, Director, or employee of Alberta Luge Association and their heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds and/or assets of Alberta Luge Association from and against:
- a. All costs, charges and expenses whatsoever, that such Officer, Director, or employee sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office; and
 - b. All other costs, charges and expenses that he / she sustains or incurs in or about or in relation to the affairs thereof, except costs and charges and expenses as are occasioned by his/her own wilful act, neglect or default.
- 11.2 **Limitation of Liability**
No Director or Officer of the Alberta Luge Association shall be liable for acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt, act for conformity, or for loss.
12. **Conflict of Interest: By-law #12**
- 12.1 A conflict of interest can be real, apparent, or potential. All references to conflicts of interests in this Bylaw include all three categories:
- a) a real conflict of interest occurs when an ALA Board Member performs an action, makes a decision, influences a decision, or seeks to influence a decision, which benefits a private interest;
 - b) an apparent conflict of interest occurs when a reasonably informed person could believe that an ALA representative's action, decision, influence on a decision, or attempt to influence a decision benefits a private interest; and
 - c) a potential conflict of interest occurs when an ALA Representative's action, decision, influence on a decision, or attempt to influence a decision may benefit a private interest.

- 12.2 Perceived, potential or real conflicts of interest must be proactively disclosed to the President or other member of the executive and the member may be excused from discussion or voting on the matter in question. A conflict of interest may be disclosed either by the person who is affected or another third party. The decision to exclude a member from discussion or voting due to conflict of interest rests with the Executive Committee.